

# **EXHIBIT 2**

## Morgan Lewis

Morgan, Lewis & Bockius LLP  
101 Park Avenue  
New York, NY 10178-0060  
Tel. +1.212.309.6000  
Fax: +1.212.309.6001  
www.morganlewis.com

**Martha B. Stolley**

Partner  
+1.212.309.6858  
mstolley@morganlewis.com

October 15, 2015

**VIA FEDERAL EXPRESS AND EMAIL**

Adam A. Reeves, Esq.  
Robert S. Leach, Esq.  
Assistant U.S. Attorney  
United States Attorney's Office  
450 Golden Gate Avenue, 11<sup>th</sup> Floor  
San Francisco, CA 94102

***Re: Autonomy***

Dear Mr. Reeves and Mr. Leach:

As you know, we represent Hewlett-Packard Company ("H-P" or the "Company") in the above-referenced matter. We write in response to the Department of Justice's ("DOJ") verbal request for information and documents pertaining to the compensation received by Michael Lynch ("Lynch"), Sushovan Hussain ("Hussain"), Stephen Chamberlain ("Chamberlain"), Peter Menell ("Menell"), and Andrew Kanter ("Kanter"), including salary, bonuses, commissions, and any compensation received as a result of H-P's acquisition of Autonomy.<sup>1</sup> The time period originally referenced was 2009 through 2011.

As an initial matter, we direct your attention to our February 11, 2015 submission to the Securities and Exchange Commission ("SEC"), in which we provided a chart and supporting documentation regarding the number of Autonomy stock shares held by Lynch, Hussain, Kanter, Chamberlain, Stouffer Egan ("Egan"), and Joel Scott ("Scott") on August 18, 2011 (the date H-P's planned acquisition of Autonomy was announced) and on October 3, 2011 (the date the acquisition closed). For your reference, we enclose that submission as Exhibit "A" to this letter.<sup>2</sup>

---

<sup>1</sup> We also have included 2012 compensation information for the referenced individuals, to the extent that any such compensation, including retention bonuses, performance bonuses, stock grants, and/or stock exercises, relates back to the 2009 through 2011 time frame.

<sup>2</sup> The attachments to that submission were formally produced on February 18, 2015 under the Bates Nos. HP-SEC-01548269 – HP-SEC-01548280.

Robert S. Leach, Esq.  
October 15, 2015  
Page 2

In addition to the materials produced in February, please find enclosed a CD containing additional responsive documents Bates Nos. HP-SEC-01641784 – HP-SEC-01643168 which are described in detail below.

On September 23, 2015, DOJ expanded its original request to encompass all compensation and benefit information relating to Lynch, Hussain, Chamberlain, Kanter, Menell, Egan, and Scott for the period 1997 to the present. As you will recall, in our follow-up conversation in London on September 25, 2015, we agreed that H-P would first produce information and documentation for the 2009 through 2011 time frame, as well as responsive information for 2008. Once DOJ has the opportunity to review these materials, we will revisit your request for documentation relating to the expanded time frame.

On September 23, 2015, DOJ also requested personnel files for Lynch, Hussain, Chamberlain, Kanter, Menell, Egan and Scott. In response, please find enclosed responsive documents Bates Nos. HP-SEC-01642072 – HP-SEC-01643081.

**I. Information Relating to Michael Lynch's Compensation**

[Bates Nos. HP-SEC-01641842 – HP-SEC-01641902; HP-SEC-01642591 – HP-SEC-01642702; HP-SEC-01643150 – HP-SEC-01643154; HP-SEC-01643082 –HP-SEC-01643094]

**A. 2008 Compensation**

*Annual Salary:* £300,000, effective mid-March 2008, paid monthly at £25,000

Lynch was paid £20,833.33 in January and February 2008, prior to the salary increase, and £24,206.35 in March 2008, representing a pro-rated amount of the salary increase. Thereafter, he was paid a monthly rate of £25,000.

Total salary compensation in 2008: £290,873.01.

*Bonus:* £125,000 (based on 2007 performance and paid on February 29, 2008)

**B. 2009 Compensation**

*Annual Salary:* £315,000, effective February 2009, paid monthly at £26,250

Lynch was paid £25,000 in January 2009, prior to the salary increase, and £26,125 in March 2009, representing a pro-rated amount of the salary increase. Thereafter, he was paid a monthly rate of £26,250.

Total salary compensation in CY 2009: £313,625

*Bonus:* £300,000 (based on 2008 performance and paid on February 28, 2009)

Robert S. Leach, Esq.  
October 15, 2015  
Page 3

*Share Options Granted:* 30,000 shares, plus an additional 5,000 shares in connection with the Interwoven acquisition, granted on February 26, 2009

*P60 End of Year Certificate, Tax Year to April 5, 2009:*<sup>3</sup> £598,446.40

C. 2010 Compensation

*Annual Salary:* £343,350, effective February 2010, paid monthly at £28,612.50

Lynch was paid £26,250.00 in January 2010, prior to the salary increase.

Total salary compensation in CY 2010: £340,987.50

*Bonus:* Lynch was entitled to a bonus for his 2009 performance but waived receipt of the award. (Tab 50, HP-SEC-01370698)

*P60 End of Year Certificate, Tax Year to April 5, 2010:* £314,724.96

D. CY 2011 Compensation

*Annual Salary:* £377,685, effective February 2011, paid monthly at £31,473.75

Lynch was paid £28,612.50 in January 2011, prior to the salary increase, and £30,329.25 in February, representing a pro-rated amount of the salary increase.

Total salary compensation in CY 2011: £373,679.25

*Bonuses:* Total of £352,964, as follows:

- £171,675 (based on 2010 performance, paid in February 2011)
- £181,289 (based on 2011 performance, representing a prorated 2011 bonus for 10 months, paid in October 2011)

*Share Options:* In February 2011, Lynch was granted 75,000 share options at an exercise price of 1600p per share, vesting on a three-year/quarterly schedule.

*Share Options Exercised:* Lynch earned £7,126,887.56 (£8,267,851.00, less £1,140,963.44 adjustment for national insurance) on exercise of share options, which was paid on October 31, 2011.

---

<sup>3</sup> The P60 End of Year Certificate is a statement issued to taxpayers in the U.K. at the end of a tax year and forms a vital part of the proof that taxes have been paid. The U.K. tax year begins each year on April 6. Accordingly, the annual salary earned by an employee as reflected in the P60 End of Year Certificate reflects earnings for the *tax year* April through March, while the compensation as discussed herein reflects earnings for the *calendar year* January through December.

Robert S. Leach, Esq.  
October 15, 2015  
Page 4

*P60 End of Year Certificate, Tax Year to April 5, 2011: £514,582.13*

E. 2012 Compensation

*Annual Salary: £377,685, paid monthly at £31,473.75*

Lynch received a salary only through mid-August 2012.

Total salary compensation in CY 2012: £244,636.87.

*P60 End of Year Certificate, Tax Year to April 5, 2012: £7,680,611.56*

**II. Information Relating to Sushovan Hussain's Compensation**

[Bates Nos. HP-SEC-01642015 – HP-SEC-01642071; HP-SEC-01642154 – HP-SEC-01642343; HP-SEC-01643164 – HP-SEC-01643168; HP-SEC-01643082 – HP-SEC-01643102]

A. 2008 Compensation

*Annual Salary: £270,000, effective mid-March 2008, paid monthly at £22,500*

Hussain was paid £18,750 in January and February 2008, prior to the salary increase, and £21,785.71 in March, representing a pro-rated amount of the salary increase. Thereafter, he was paid the monthly rate of £22,500.

Total salary compensation in CY 2008: £261,785.71

*Bonus: £112,500 (based on 2007 performance, paid on February 29, 2008)*

*Share Options Exercised in 2008: Hussain earned £1,580,017.89 (£1,811,947.12, with a £231,929.23 adjustment for national insurance) on exercise of share options, which was paid on July 31, 2008.*

B. 2009 Compensation

*Annual Salary: £283,500, effective February 2009, paid monthly at £23,625.00*

Hussain was paid £22,500 in January 2009, prior to the salary increase, and £23,512.50 in February, representing a pro-rated amount of the salary increase. Thereafter, he was paid the monthly rate of £23,625.00.

Total salary compensation in CY 2009: £282,262.50

Robert S. Leach, Esq.  
October 15, 2015  
Page 5

*Bonus:* £270,000 (based on 2008 performance, paid in February 2009)

*Car Allowance:* £5,428.57

*Share Options Granted:* 30,000 shares, plus an additional 5,000 shares in connection with the Interwoven acquisition, granted on February 26, 2009.

*Share Options Exercised in 2009:* Hussain earned a total of £1,050,544.86 (after adjustments) on exercise of share options, broken down as follows:

- £808,784.81, with a £103,524.46 adjustment for national insurance, paid on February 28, 2009
- £258,465.94, with a £33,083.64 adjustment for national insurance, paid on April 30, 2009
- £137,502.54, with a £17,600.33 adjustment for national insurance, paid on June 30, 2009

*P60 End of Year Certificate, Tax Year to April 5, 2009:* £2,827,415.74

C. 2010 Compensation

*Annual Salary:* £309,015, effective February 2010, paid monthly at £25,751.25

Hussain was paid £23,625.00 in January 2010, prior to the salary increase.

Total salary compensation in CY 2010: £306,888.75

*Bonus:* £212,625 (based on 2009 performance, paid in February 2010)

*Car Allowance:* £9,000

*Share Options Granted:* 50,000 shares (based on 2009 performance, granted February 1, 2010)

*Autonomy Share Options Exercised:* Hussain earned £1,132,192.53 (£1,298,385.92, with a £166,193.39 adjustment for national insurance) on exercise of share options, which was paid on April 30, 2010.

*Blinkx Share Options Exercised:* Hussain earned £148,385.74 (£170,167.13, with a £21,781.39 adjustment for national insurance) on exercise of Blinkx share options, which was paid on November 30, 2010.

*P60 End of Year Certificate, Tax Year to April 5, 2010:* £853,340.58

D. 2011 Compensation

*Annual Salary:* £339,916, effective February 2011, paid monthly at £28,326.33

Robert S. Leach, Esq.  
October 15, 2015  
Page 6

Hussain was paid £25,751.25 in January 2011, prior to the salary increase, and £27,296.30 in February 2011 (accounting for salary arrears). Thereafter, he was paid the monthly rate of £28,326.33.

Total salary compensation in CY 2011: £336,310.85

*Bonus:* Total of £393,347, as follows:

- £154,507 (based on 2010 performance, paid in February 2011)
- Extra performance bonus of £80,000, paid on September 30, 2011. The bonus was granted to the core team responsible for the HP transaction.
- £158,840, paid on November 30, 2011, representing a prorated bonus for 10 months' work in 2011.

*Car Allowance:* £9,000

*Holiday Pay:* £38,070.59, paid on October 31, 2011

*Share Options Granted:* 75,000 share options at an exercise price of 1600p per share, vesting on a three-year/quarterly schedule (based on 2010 performance, granted in February 2011).

*Autonomy Share Options Exercised:* £4,947,598.37 (£5,739,673.28, with a £792,074.91 adjustment for national insurance) on exercise of the share options, paid on October 31, 2011

*P60 End of Year Certificate, Tax Year to April 5, 2011:* £1,757,220.40

E. 2012 Compensation

*Annual Salary:* £339,916, paid monthly at £28,326.33

Hussain received a salary only through May 2012.

Total salary compensation in CY 2012: £141,631.65

*Car Allowance:* £6,750

*Holiday Pay:* £95,437.95, paid on June 29, 2012

*Severance Payment:* £116,305, paid on June 29, 2012

*Restricted Share Units Exercised:* £188,865.68, paid on November 30, 2012

*P60 End of Year Certificate, Tax Year to April 5, 2012:* £5,573,424.92

Robert S. Leach, Esq.  
October 15, 2015  
Page 7

### **III. Information Relating to Andrew Kanter's Compensation**

[Bates Nos. HP-SEC-01641784 – HP-SEC-01641841; HP-SEC-01642359 – HP-SEC-01642590; HP-SEC-01643145 – HP-SEC-01643149; HP-SEC-01642522 – HP-SEC-01642522; HP-SEC-10642542 – HP-SEC-01642542; HP-SEC-01643086 – HP-SEC-01643087; HP-SEC-01643093 – HP-SEC-01643095; HP-SEC-01643103 – HP-SEC-01643107; HP-SEC-01643109 – HP-SEC-01643131]

#### **A. 2008 Compensation**

*Annual Salary:* £210,000, effective mid-March 2008, paid monthly at £17,500

Kanter was paid £14,583.33 in January and February 2008, prior to the salary increase, and £16,944.44 in March, representing a pro-rated amount of the salary increase. Thereafter, he was paid the monthly rate of £17,500.

Total salary compensation in CY 2008: £203,611.10

*Bonus:* £87,500 (based on 2007 performance, paid on February 29, 2008)

*Car Allowance:* £5,400

*Autonomy Share Options Exercised:* Kanter earned a total of £188,172.58 (after adjustments), on exercise of share options, broken down as follows:

- £126,657.37, with a £16,212.15 adjustment for national insurance, paid on February 29, 2008
- £89,136.88, with a £11,409.52 adjustment for national insurance, paid on July 31, 2008

#### **B. 2009 Compensation**

*Annual Salary:* £220,500, effective February 2009, paid monthly at £18,375.00

Kanter was paid £17,500.00 in January 2009, prior to the salary increase, and £18,287.50 in February, representing a pro-rated amount of the salary increase. Thereafter, he was paid the monthly rate of £18,375.00.

Total salary compensation in CY 2009: £219,537.50

*Bonus:* £210,000 (based on 2008 performance, paid on February 28, 2009)

*Car Allowance:* £5,400

*Share Options Granted:* 30,000 shares, plus an additional 5,000 shares in connection with Interwoven acquisition, granted on February 26, 2009



Robert S. Leach, Esq.  
 October 15, 2015  
 Page 8

*Share Options Exercised in 2009:* Kanter earned a total of £1,374,682.00 (after adjustments), on exercise of share options, as follows:

- £228,316.79, with a £29,224.55 adjustment for national insurance, paid on February 28, 2009
- £363,890.40, with a £46,577.97 adjustment for national insurance, paid on April 30, 2009
- £191,881.65, with a £24,560.85 adjustment for national insurance, paid on May 31, 2009
- £194,845.53, with a £24,940.23 adjustment for national insurance, paid on June 30, 2009
- £278,386.22, with a £35,633.44 adjustment for national insurance, paid on November 30, 2009. As reflected in HP-SEC-01642434, this exercise included 96,450 previously held AU stock options granted as follows:
  - 21,450 shares granted on December 17, 2004 at 149p exercise price;
  - 50,000 shares granted on August 1, 2005 at a 229p exercise price;
  - 25,000 shares granted on September 12, 2006 at a 384p exercise price.
- £319,149.60, with a £40,851.15 adjustment for national insurance, paid on December 31, 2009

*P60 End of Year Certificate, Tax Year to April 5, 2009:* £703,882.10

#### C. 2010 Compensation

*Annual Salary:* £240,345, effective mid-March 2009, paid monthly at £20,028.75

Kanter was paid £18,375 in January and February 2010, prior to the salary increase, and £20,028.75 in March, representing a pro-rated amount of the salary increase. For July 2010, Kanter received a monthly salary of £15,476.76, and for August 2010, Kanter received a monthly salary of £15,053.66. For all other months, he was paid the monthly rate of £20,028.75.

Total salary compensation in CY 2010: £227,294.71

*Cash Bonus:* £90,000 (based on 2009 performance, paid in March 2010)

*Car Allowance:* £5,297.73

*Share Options Granted:* 75,000 shares, granted in October 2010

*Share Options Exercised in 2010:* Kanter earned a total of £1,430,292.83 (after adjustments) on exercise of share options, as follows:

- £609,933.35, with a £78,071.47 adjustment for national insurance, paid on January 31, 2010
- £1,030,310.72, with a £131,879.77 adjustment for national insurance, paid on March 31, 2010

*P60 End of Year Certificate, Tax Year to April 5, 2010:* £2,923,220.63

Robert S. Leach, Esq.  
October 15, 2015  
Page 9

D. 2011 Compensation

*Annual Salary:* £264,380, effective March 7, 2011, paid monthly at £22,031.67

Kanter was paid £20,028.75 in January and February 2011, prior to the salary increase, and £21,683.34 in March, representing a pro-rated amount of the salary increase. Thereafter, he was paid the monthly rate of £20,028.75.

Total salary compensation in CY 2010: £260,025.87

*Bonus:* Total of £303,040, as follows:

- £96,138 (based on 2010 performance, paid on March 31, 2010)
- Extra performance bonus of £80,000, paid on September 30, 2011. The bonus was granted to the core team responsible for the HP transaction.
- £126,902, paid on November 30, 2011, representing a prorated bonus for 10 months' work in 2011

*Car Allowance:* £3,702.27

*Share Options Granted:* 60,000, granted June 2011

*Blinkx Share Options Exercised:* Kanter earned a total of £4,554,792.53 (after adjustments) on exercise of Blinkx share options, as follows:

- £96,260.50, with a £13,283.95 adjustment for national insurance, paid on April 28, 2011
- £81,000, with a £11,178 adjustment for national insurance, paid on May 27, 2011
- £129,696.55, with a £17,898.12 adjustment for national insurance, paid on September 30, 2011
- £4,977,025, with a £686,829.45 adjustment for national insurance, paid on October 31, 2011

*P60 End of Year Certificate, Tax Year to April 5, 2011:* £333,908.24

E. 2012 Compensation

*Annual Salary:* £264,380, paid monthly at £22,031.67

Kanter received a salary only through mid-June 2012.

Total salary compensation in CY 2012: £121,698.75

*Holiday Pay:* £27,454.85, paid on June 29, 2012

Robert S. Leach, Esq.  
October 15, 2015  
Page 10

*Severance Payment:* £66,095, paid on June 29, 2012, plus an additional £2,501, paid on July 31, 2012

*Blinkx Share Options Exercised:* Kanter earned £6,178.78 (£7,754.88, with a £1,576.10 adjustment for national insurance) on exercise of Blinkx share options, paid on October 31, 2012.

*Restricted Share Units:* Kanter earned £166,301.83 (£95,769.67, with a £70,532.16 adjustment for national insurance) on exercise of restricted share options, paid on November 30, 2012.<sup>4</sup>

*P60 End of Year Certificate, Tax Year to April 5, 2012:* £5,028,426.84.

#### **IV. Information Relating to Stephen Chamberlain's Compensation**

[Bates Nos. HP-SEC-01641963 – HP-SEC-01642014; HP-SEC-01642072 – HP-SEC-01642153; HP-SEC-01643160 – HP-SEC-01643163; HP-SEC-01642127 – HP-SEC-01642127; HP-SEC-01643103 – HP-SEC-01643104; HP-SEC-01643132 – HP-SEC-01643143]

##### **A. 2008 Compensation**

*Annual Salary:* £115,000, effective early-August 2008, paid monthly at £9,583.33

Chamberlain was paid £8,333.33 from January through July 2008, prior to the salary increase, and £9,345.23 in August, representing a pro-rated amount of the salary increase. Thereafter, he was paid the monthly rate of £9,583.33.

Total salary compensation in CY 2009: £106,011.86

*Bonus:* None

*Share Options Exercised:* Chamberlain earned £67,866.56 (£77,828.62, with a £9,962.06 adjustment for national insurance) on exercise of share options, paid on July 31, 2008

##### **B. 2009 Compensation**

*Annual Salary:* £125,000, effective mid-March 2009, paid monthly at £10,416.67

Chamberlain was paid £9,583.33 in January and February 2009, prior to the salary increase, and £10,000 in March, representing a pro-rated amount of the salary increase. Thereafter, he was paid the monthly rate of £10,416.67

---

<sup>4</sup> Upon information and belief, the RSU's were subsequently returned in December 2012.

Robert S. Leach, Esq.  
 October 15, 2015  
 Page 11

Total salary compensation in CY 2009: £122,916.66

*Bonus:* None

*Share Options Granted:* 2,000 shares granted on May 5, 2009

*Share Options Exercised:* Chamberlain earned a total of £259,170.32 (after adjustments) on exercise of share options, as follows:

- £10,198.77, with a £1,305.44 adjustment for national insurance, paid on February 28, 2009
- £146,081.49, with a £18,698.43 adjustment for national insurance, paid on March 31, 2009
- £79,125.63, with a £10,128.08 adjustment for national insurance, paid on June 30, 2009
- £42,106.95, with a £5,389.69 adjustment for national insurance, paid on September 30, 2009
- £19,700.83, with a £2,521.71 adjustment for national insurance, paid on December 31, 2009

*P60 End of Year Certificate, Tax Year to April 5, 2009:* £314,321.48

#### C. 2010 Compensation

*Annual Salary:* £140,000, effective May 1, 2010, paid monthly at £11,666.67

Chamberlain was paid £10,416.67 from January through April, prior to the salary increase. Starting in May, he was paid the monthly rate of £11,666.67.

Total salary compensation in CY 2010: £135,000.01

*Bonus:* Total of £8,026.32, as follows:

- £4,708.69 (based on 2009 performance, paid on February 28, 2010)
- £3,317.63 (paid on July 31, 2010)

*Share Options Issued:* 10,000 shares, issued on May 6, 2010

*Share Options Exercised:* Chamberlain earned a total of £89,463.15 (after adjustments) on exercise of share options, as follows:

- £11,205.32, with a £1,434.28 adjustment for national insurance, paid on February 28, 2010
- £37,872.92, with a £4,847.73 adjustment for national insurance, paid on March 31, 2010
- £53,517.11, with a £6,850.19 adjustment for national insurance, paid on June 30, 2010

*P60 End of Year Certificate, Tax Year to April 5, 2010:* £295,398.89

Robert S. Leach, Esq.  
October 15, 2015  
Page 12

D. 2011 Compensation

*Annual Salary:* £140,000, paid monthly at £11,666.67

*Bonus:* Total of £60,000

- £10,000 (based on 2010 performance, paid out on April 28, 2011)
- Extra performance bonus of £50,000, paid on September 30, 2011. The bonus was granted to the core team responsible for the HP transaction.

*Stock Options Granted:* 7,500 stock options, based on 2010 performance

*Autonomy Share Options Exercised:* Chamberlain earned £958,523.16 (£1,111,975.82, with a £153,452.66 adjustment for national insurance) on exercise of share options, paid on October 31, 2011.

*Blinkx Share Options Exercised:* Chamberlain earned £3,791.84 (£4,398.89, with a £607.05 adjustment for national insurance) on exercise of share options, paid on June 30, 2011.

*Tax Refund on Share Option Gains:* £9,196.50

*P60 End of Year Certificate, Tax Year to April 5, 2011:* £188,734.59

E. 2012 Compensation

*Annual Salary:* £140,000, paid monthly at £11,666.67

Chamberlain received a salary only through mid-March 2012.

Total salary compensation in CY 2012: £31,287.89

*Holiday Pay:* £3,500

**V. Information Relating to Peter Menell's Compensation**

[Bates Nos. HP-SEC-01641903 – HP-SEC-01641962; HP-SEC-01642703 – HP-SEC-01642891; HP-SEC-01643463 – HP-SEC-01643467; HP-SEC-01642766 – HP-SEC-01642766; HP-SEC-01642774 – HP-SEC-01642774; HP-SEC-01643086 – HP-SEC-01643087; HP-SEC-01643093 – HP-SEC-01643094; HP-SEC-01643103 – HP-SEC-01643104; HP-SEC-01643109 – HP-SEC-01643131]

A. 2008 Compensation

*Annual Salary:* £210,000, effective mid-March 2008, paid monthly at £17,500

Robert S. Leach, Esq.  
October 15, 2015  
Page 13

Menell was paid £12,500 in January and February 2008, prior to the salary increase, £16,547.62 in March, representing a pro-rated amount of the salary increase, and £22,514.29 in September. For all other months, he was paid the monthly rate of £17,500.

Total salary compensation in CY 2008: £204,061.91

*Bonus:* £75,000 (based on 2007 performance, paid on February 29, 2008)

*Share Options Exercised:* Menell earned £751,759.69 (£852,935.42, with a £107,175.73 adjustment for national insurance) on exercise of share options, paid on July 31, 2008.

B. 2009 Compensation

*Annual Salary:* £220,500, effective early-February 2009, paid monthly at £18,375.00

Menell was paid £17,500 in January 2009, prior to the salary increase, and £18,287.50 in February, representing a pro-rated amount of the salary increase. Thereafter, he was paid the monthly rate of £18,375.00.

Total salary compensation in CY 2009: £219,537.50

*Bonus:* £210,000 (based on 2008 performance, paid on February 28, 2009)

*Share Options Granted:* 30,000, granted February 26, 2009

*Share Options Exercised:* Menell earned a total of £918,708.72 (after adjustments) on exercise of share options, as follows:

- £704,483.15, with a £90,173.84 adjustment for national insurance, paid on February 28, 2009
- £111,197.81, with a £14,233.32 adjustment for national insurance, paid on April 30, 2009
- £237,884.08, with a £30,449.16 adjustment for national insurance, paid on December 31, 2009

*P60 End of Year Certificate, Tax Year to April 5, 2009:* £1,778,060.07

C. 2010 Compensation

*Annual Salary:* £240,345, effective early-March 2010, paid monthly at £20,028.75

Menell was paid £18,375 in January and February 2010, prior to the salary increase, and £19,813.04 in March, representing a pro-rated amount of the salary increase. Thereafter, he was paid the monthly rate of £20,028.75.

Robert S. Leach, Esq.  
October 15, 2015  
Page 14

Total salary compensation in CY 2010: £236,821.79

*Bonus:* £100,000

*Share Options Granted:* 10,000 shares, granted in October 2010

*Autonomy Share Options Exercised:* Menell earned a total of £640,608(after adjustments) on exercise of share options, as follows:

- £357,645.15, with a £45,778.58 adjustment for national insurance, paid on February 28, 2010
- £146,828.33, with a £18,794.02 adjustment for national insurance, paid on April 30, 2010
- £230,168.71, with a £29,461.59 adjustment for national insurance, paid on September 30, 2010

*Blinkx Share Options Exercised:* Menell earned a total of £165,833.88 (after adjustments) on exercise of Blinkx share options, as follows:

- £73,819.50, with a £9,448.90 adjustment for national insurance, paid on July 31, 2010
- £116,356.97, with a £14,893.69 adjustment for national insurance, paid on September 30, 2010

*P60 End of Year Certificate, Tax Year to April 5, 2010:* £938,204.02

D. 2011 Compensation

*Annual Salary:* £240,345, paid monthly at £20,028.75

*Bonus:* Total of £155,365, as follows:

Extra performance bonus of £40,000, paid on September 30, 2011. The bonus was granted to the core team responsible for the HP transaction.

£115,365, paid on November 30, 2011, representing a prorated bonus for 10 months' work in 2011

*Share Options Granted:* 50,000, granted in June 2011

*Share Options Exercised:* Menell earned £1,706,564 (£1,979,772.62, with a £273,208.62 adjustment for national insurance) on exercise of share options, paid on October 31, 2011

*Repayment of a Cash Advance:* £43,376.63, debited on December 16, 2011

*P60 End of Year Certificate, Tax Year to April 5, 2011:* £831,058.31



Robert S. Leach, Esq.  
October 15, 2015  
Page 15

E. 2012 Compensation

*Annual Salary:* £240,345, paid monthly at £20,028.75

Menell received his monthly salary in January, February, March, May, and June 2012. He received a partial salary payment in April 2012 for £15,406.73, in August 2012 for £8,011.50, and in September 2012 for £4,005.75.

Total salary compensation in CY 2012: £147,596.48

*Severance Pay:* £60,088.00, plus an additional £100, paid on June 29, 2012

*Restricted Share Units:* £157,380.03, paid on November 30, 2012

*P60 End of Year Certificate, Tax Year to April 5, 2012:* £2,102,274.00

\* \* \* \* \*

The materials and the information contained herein (HP-SEC-01641784 – HP-SEC-01643168) represent information that is confidential within the contemplation of the applicable provisions of the Freedom of Information Act (“FOIA”) and the rules of the Commission which implement that Act, 17 C.F.R. § 200.83, (“Rule 83”) and is furnished solely for the use of the Commission and DOJ. Accordingly, we request the documents, and the information contained therein, be afforded confidential treatment pursuant to FOIA and the rules of the Commission implementing the Act. Pursuant to Rule 83, a request for confidential treatment has also been delivered to the Commission’s FOIA Office. In accordance with Rule 83, please notify the undersigned of any request for disclosure of the materials made pursuant to the FOIA. After completion of the investigation concerning the above referenced matter, we ask that all confidential materials be returned to us.

The requests set forth in the preceding paragraphs also apply to any memoranda, notes, transcripts or other writings of any sort whatsoever that are made by, or at the request of, any employee of the SEC or DOJ and which (1) incorporate, include or relate to any of this letter and its enclosures; or (2) refer to any conference, meeting, or telephone conversation relating to this letter and its enclosures between H-P, its current or former employees, representatives, agents, auditors or counsel on the one hand and employees of the SEC or DOJ on the other.

This letter is not intended to and does not waive any applicable privilege or other legal basis under which information may be protected from disclosure. If it is concluded that any of the enclosed materials disclose privileged matter, such disclosure is inadvertent. By the production of this letter and its enclosures, H-P does not intend to and has not waived the attorney-client privilege or any other protections.



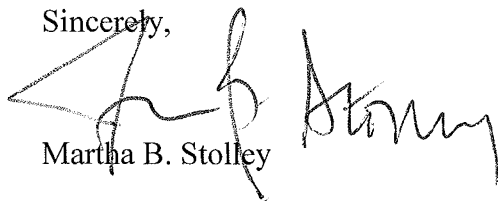
Robert S. Leach, Esq.  
October 15, 2015  
Page 16

To further promote confidentiality, the enclosed CD is being produced with password protection. The password will be sent separately via email.

Finally, we note that H-P is making every effort to produce documents as quickly and as efficiently as possible. However, the inadvertent disclosure of material protected by the attorney-client, work product or any other applicable privilege may occur during the course of these productions. We respectfully request that the Commission and DOJ allow for the "clawback" of any such privileged materials upon prompt notification by H-P.

Please feel free to contact me should you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'Martha B. Stolley', is written over a dotted line.

Martha B. Stolley

Enclosure

cc: ENF-CPU  
U.S. Securities and Exchange Commission  
100 F St., N.E. Mailstop 5973  
Washington, D.C. 20549-5973

Jason Habermeyer, Esq. (without enclosures)  
Attorney, Division of Enforcement  
U.S. Securities and Exchange Commission  
San Francisco Regional Office  
44 Montgomery Street, Suite 2800  
San Francisco, CA 94104

Freedom of Information Officer (without enclosures)  
Office of Freedom of Information and Privacy Act Operations  
Securities and Exchange Commission Operations Center  
100 F Street NE  
Mail Stop 5100  
Washington, D.C. 20549

## **Exhibit “A”**

**From:** Stolley, Martha B.  
**Sent:** Wednesday, February 11, 2015 7:05 PM  
**To:** 'Habermeyer, Jason M.'; 'Foley, Michael'  
**Cc:** Resley, Susan D.  
**Subject:** Follow-Up to Call re: AU Shares Held  
**Attachments:** HP-SEC-01548269.xlsx; HP-SEC-0154270-79.msg; HP-SEC-01548280.xls

Hi Jason and Mike –

As follow-up to our call last Tuesday afternoon, we are providing the chart below, which lays out what we discussed and identifies the supporting documents we referenced during our discussion. Additionally, we are providing either copies of those documents that have not yet been produced but will be produced in the next day or two (upcoming bates numbers are highlighted) or bates ranges for those documents previously produced.

Individual	Time Period	Number of Shares (includes options)	Supporting Documents	Bates Number(s)
Mike Lynch	8/18/11	20,288,320	Offer Letter	HP-SEC-01376316-403 (specifically 01376381)
	8/18/11	20,288,320	Undertaking	HP-SEC-00001321-1330
	10/3/11	Assume 20,288,320 bc vesting of all shares upon change of control and no dealing of shares per Offer Letter / Undertaking	Minutes of 9/26/11 AU Board of Directors Meeting  Minutes of 9/23/11 Remuneration Committee Meeting	HP-SEC-00357674-676  HP-SEC-00356822-823
Sushovan Hussain	8/18/11	399,274	Offer Letter	HP-SEC-01376316-403 (specifically 01376381)
	8/18/11	399,274	Undertaking	HP-SEC-00001341-1351
	8/18/11	399,274	Emails between Hussain and Slaughter & May re: Shares for the Announcement	HP-SEC-01429626-629
	10/3/11	Assume 399,274 bc vesting of all shares upon change of control and no dealing of shares per Offer Letter / Undertaking	Minutes of 9/26/11 AU Board of Directors Meeting  Minutes of 9/23/11 Remuneration Committee Meeting	HP-SEC-00357674-676  HP-SEC-00356822-823
		Assume 399,274 bc vesting of all shares upon change of control		

		and no dealing of shares clause of Offer Letter / Undertaking		
Andy Kanter	8/12/11	360,000	8/12/11 Spreadsheet	HP-SEC-00331195
	9/16/11	360,000	9/16/11 Spreadsheet	HP-SEC-01548269
	10/3/11	360,000	Email from Harris to Carreon of 10/5/11 with attached 10/3/11 spreadsheet	HP-SEC-01548270-79 HP-SEC-01548280
	10/3/11	360,000 (accelerated in connection with the UK Plan)	Capita Registrar Chart of Acceptances  Offer Letter to Option Holders of the "UK Plan"  Election Form for Option Holders of the "UK Plan"	HP-SEC-01544920  HP-SEC-00662185  HP-SEC-01371429
Steve Chamberlain	8/12/11	98,656	8/12/11 Spreadsheet	HP-SEC-00331195
	9/16/11	98,656	9/16/11 Spreadsheet	HP-SEC-01548269
	10/3/11	98,656	Email from Harris to Carreon of 10/5/11 with attached 10/3/11 spreadsheet	HP-SEC-01548270-79 HP-SEC-01548280
	10/3/11	98,656 + 381 = 99,037 (accelerated in connection with the UK Plan)	Capita Registrar Chart of Offer Acceptances  Offer Letter to Option Holders of the "UK Plan"  Election Form for Option Holders of the "UK Plan"	HP-SEC-01544920  HP-SEC-00662185  HP-SEC-01371429
Stouffer Egan	8/12/11	370,000	8/12/11 Spreadsheet	HP-SEC-00331195
	9/16/11	370,000	9/16/11 Spreadsheet	HP-SEC-01548269
	10/3/11	370,000 (of which 247,083 options were vested)	Email from Harris to Carreon of 10/5/11 with attached 10/3/11 spreadsheet	HP-SEC-01548270-79 HP-SEC-01548280
	10/3/11	247,083 + 4,242 = 251,325 (assume 122,917 rolled over to HP options per US Plan)	Capita Registrar Chart of Offer Acceptances  Offer Letter to Option Holders of the "UK Plan"  Election Form for Option	HP-SEC-01544920  HP-SEC-00662258  HP-SEC-00245760

			Holders of the "UK Plan"	
Joel Scott	8/12/11	62,501	8/12/11 Spreadsheet	HP-SEC-00331195
	9/16/11	62,501	9/16/11 Spreadsheet	HP-SEC-01548269
	10/3/11	62,501 (of which 13,959 options were vested)	Email from Harris to Carreon of 10/5/11 with attached 10/3/11 spreadsheet	HP-SEC-01548270-79 HP-SEC-01548280
	10/3/11	13,959 (assume 48,542 rolled over to HP options per US Plan)	Capita Registrar Chart of Offer Acceptances  Offer Letter to Option Holders of the "UK Plan"  Election Form for Option Holders of the "UK Plan"	HP-SEC-01544920  HP-SEC-00662258  HP-SEC-00245760

NB: Other Options Plans have previously been produced as follows:

- Offer to Option Holders under the Optimost LLC 2006 Equity Incentive Plan (the "Plan") – HP-SEC-00662191
- Offer to Option Holders under The Cardiff Software Inc. 1997 Equity Incentive Plan and 2000 Stock Option Plan; Interwoven Inc. 1999 Equity Incentive Plan and 2000 Stock Option Plan; iManage 1997 Stock Option Plan and 2000 Non-Officer Stock Option Plan; Interwoven 2003 Acquisition Plan and 2008 Equity Incentive Plan; Virage Inc. 1997 Stock Option Plan; Verity Inc. 1996 Non Statutory Stock Option Plan and Canada 1997 Non Statutory Stock Option Plan; and Zantaz Inc. 1998 Stock Plan (the "Plans") – HP-SEC-01381386
- Offer to Option Holders under the Discovery Mining Inc. 2003 Stock Incentive Plan (the "Plan") – HP-SEC-01387013
- Election Form for the "Plans" and the Discovery Mining Inc. "Plan" – HP-SEC-00245756
- Election Form for the Optimost LLC "Plan" – HP-SEC-00245760

Let me know if you have any questions or comments.

Thanks-  
Martha

**Martha B. Stolley**

Morgan, Lewis & Bockius LLP  
101 Park Avenue | New York, NY 10178-0600  
Direct: 212.309.6858 | Main: 212.309.6000 | Fax: 212.309.6001  
mstolley@morganlewis.com | www.morganlewis.com  
Assistant: Cindy Downes | 212.309.6029 | cdownes@morganlewis.com